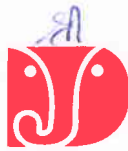


Jayshree S. Joshi

B. Com. (Hons.), LL.B., F.C.S.
PROPRIETRESS



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JAYSHREE DAGLI & ASSOCIATES

COMPANY SECRETARIES

Date: 22nd September, 2014

**SCRUTINIZER'S REPORT
(E-VOTING PROCESS)**

{Pursuant to section 108 of the Companies Act, 2013 and rule 20(3) (xi) of the Companies (Management and Administration) Rules, 2014}

To,

The Chairman of the 52nd Annual General Meeting of the Members of **MODELLA WOOLLENS LIMITED** (the Company) to be held on Wednesday, the 24th day of September, 2014 at 12.00 noon at the Walchand Hirachand Hall, Indian Merchants' Chamber Building, 76 Veer Nariman Road, Churchgate, Mumbai-400020.

Dear Sir,

1. I, Mrs. Jayshree S. Joshi, Proprietress of Jayshree Dagli & Associates, Company Secretaries, Mumbai, have been appointed by the Board of Directors of **MODELLA WOOLLENS LIMITED** (the Company) as the scrutinizer for the purpose of scrutinizing e-Voting process in a fair and transparent manner and ascertaining the requisite majority on e-Voting carried out as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 in respect of the resolutions contained in the Notice of the 52nd Annual General Meeting (AGM) of the Members of the Company, to be held on Wednesday, the 24th day of September, 2014.
2. It is the responsibility of the Management of the Company to ensure due compliance of the applicable provisions of the Companies Act, 2013 and Rules made thereunder and also the requirements thereof relating to voting through electronic means on the resolutions contained in the Notice of the 52nd AGM of the Members of the Company. As the Scrutinizer for the e-Voting process my role and responsibility are limited to make a Scrutinizer's Report of the votes cast "in favour" or "against" in respect of the resolutions contained in the Notice of the 52nd AGM, based on the reports generated from the e-voting system provided by the National Securities Depository Ltd (**NSDL**), the authorized agency to provide e-voting facilities, engaged by the Company.
3. Further to above, I submit my report as under:-
 - i. The e-Voting period remained open from Thursday, 18th September, 2014 (9.00 a.m.) and ended on Saturday, 20th September, 2014 (6.00 p.m.).
 - ii. The Members of the Company as on the "cut-off" date i.e. 22nd August, 2014 were entitled to vote on the resolutions (item No.1 to 6 as set out in the Notice of the 52nd AGM of the Company).
 - iii. Accordingly, the electronic votes cast were taken into account and at the end of this e-voting period on 20th September, 2014 the NSDL portal was blocked for voting.





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- iv. The votes cast were unblocked on 20th September, 2014 at 6.30 p.m. in the presence of 2 witnesses Mr. Sudeshkumar V. Joshi, Practicing Chartered Accountant (FCA - Membership No.43678) and Mr. Ajay V. Mehta, Practicing Company Secretary (ACS - 9332) who are not in the employment of the Company.
- v. Thereafter, the details containing, inter alia, list of Equity Shareholders, who voted "for" and/or "against" each of the resolutions that were put to vote, were generated from the e-voting website of NSDL i.e. <https://evoting.nsdl.com>
- vi. The Register to record the assent or dissent received has been maintained electronically. It contained the particulars of name, address, folio number or client ID of the shareholders, number of shares held by them, nominal value of such shares. There were no shares with differential voting rights in the Company; hence there is no requirement of maintaining of the list of shares with differential voting rights.

Based on the Reports generated, the result of the e-voting is as under:-

Sr. No.	Resolution No. as given in the Notice of 52 nd Annual General Meeting	Particulars of Votes Cast			Results Declared
			Electronic Voting		
			Nos.	%	
	ORDINARY BUSINESS				
1.	To receive and adopt the audited Statement of Profit and Loss for the year ended March 31, 2014, and the Balance Sheet as at March 31, 2014, and the Directors' and Auditors' Report thereon. [ORDINARY RESOLUTION]	Votes Cast in Favour	413751	100%	Approved unanimously
		Votes Cast Against	-	-	
		Total	413751	100%	
2.	To appoint a Director in place of Mrs. Gopee Grover (DIN:00560162), who retires by rotation and being eligible, seeks re-appointment. [ORDINARY RESOLUTION]	Votes Cast in Favour	413751	100%	Approved unanimously
		Votes Cast Against	-	-	
		Total	413751	100%	





Sr. No.	Resolution No. as given in the Notice of 52 nd Annual General Meeting	Particulars of Votes Cast			Results Declared
			Electronic Voting		
			Nos.	%	
3.	To appoint M/s. Desai & Bhagtaney, Chartered Accountants (FRN:115646W), Mumbai, retiring Statutory Auditors of the Company as the Auditors of the Company to hold office for a period from the conclusion of 52 nd Annual General Meeting until the conclusion of the 55 th Annual General Meeting. [ORDINARY RESOLUTION]	Votes Cast in Favour	413751	100%	Approved by unanimously
		Votes Cast Against	-	-	
		Total	413751	100%	
	SPECIAL BUSINESS				
4.	To appoint Mr. Binod Kumar Shyam Lal Khemka (DIN:00292252) as an Independent Director of the Company. [ORDINARY RESOLUTION]	Votes Cast in Favour	413751	100%	Approved unanimously
		Votes Cast Against	-	-	
		Total	413751	100%	
5.	To appoint Mr. Rajendrakumar Ramcharan Chaudhary (DIN:02916342) as an Independent Director of the Company. [ORDINARY RESOLUTION]]	Votes Cast in Favour	413751	100%	Approved unanimously
		Votes Cast Against	-	-	
		Total	413751	100%	



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COMPANY SECRETARIES

Sr. No.	Resolution No. as given in the Notice of 52 nd Annual General Meeting	Particulars of Votes Cast			Results Declared
			Electronic Voting		
			Nos.	%	
6.	To authorize the Board to borrow money in excess of paid up share capital and free reserves of the Company not exceeding Rs.500 Lacs over and above the paid up share capital and free reserves of the Company. [SPECIAL RESOLUTION]	Votes Cast in Favour	413751	100%	Approved by unanimously
		Votes Cast Against	-	-	
		Total	413751	100%	

FOR JAYSHREE DAGLI & ASSOCIATES
Company Secretaries

Jayshree S. Joshi
JAYSHREE S. JOSHI
FCS 1451, CP 487

Signature of Witnesses:

1) Mr. Sudeshkumar V. Joshi

2) Mr. Ajay V. Mehta

Sudeshkumar V. Joshi
Ajay V. Mehta